

April 27, 1998

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

BY HAND DELIVERY

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

Re: Application of WorldCom, Inc. and MCI Communications Corporation for Transfer
of Control of MCI Communications Corporation to WorldCom, Inc.,
CC Docket No. 97-211

Dear Ms. Salas:

On April 21, 1998, Carol E. Matthey, Chief, Policy and Program Planning Division, Common Carrier Bureau, requested that WorldCom, Inc. ("WorldCom") and MCI Communications Corporation ("MCI") provide the Commission further information regarding the above-referenced application. The Bureau's letter requests submission of information which is highly confidential and subject to statutory and other restrictions on disclosure. The Bureau's letter specifically requested materials (the "CID Responses") filed by WorldCom and MCI with the Department of Justice ("Department") in response to a Civil Investigative Demand ("CID"), pursuant to the Antitrust Civil Process Act, 15 U.S.C. § 1312, in connection with the Department's pre-merger review process under the Hart-Scott-Rodino Antitrust Improvements Act ("HSR"). The CID Responses include information and documents that are "trade secrets and commercial or financial information and are privileged or confidential" and "would not customarily be released to the public." See 47 C.F.R. § 0.457(d); 15 U.S.C. § 1313(c)(3); see also 5 U.S.C. § 552 (b)(4).

As the Commission is aware, the CID Responses were submitted pursuant to statutory procedures which provide for strict confidential treatment of such documents, including an express exemption from disclosure under the Freedom of Information Act, and provide for disclosure of such documents only under specifically defined circumstances, none of which is present here. See 15 U.S.C. §§ 18a(h), 1313(c)(3), 1314(g). Congress determined that the confidentiality

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requirement was necessary to ensure that the antitrust enforcement agencies have access to necessary information regarding proposed transactions, while giving strong assurance that the documents would not be disclosed in a manner that could be competitively harmful.

Unless sufficiently circumscribed, disclosure of certain requested documents and information sought by the Commission would be competitively harmful because these documents contain privileged or confidential "trade secrets and commercial or financial information" that "would not customarily be released to the public." The CID Responses sought by the Commission are the essence of "trade secrets and commercial or financial information" that must be exempt from mandatory disclosure under 47 C.F.R. § 0.457(d) and made available only to outside counsel for parties to the instant proceeding and their experts, and only under the strictures and conditions of the Protective Order attached hereto. In addition to the clear intent of Congress that confidential materials of the type sought by the Common Carrier Bureau not be disclosed publicly, there is ample Commission precedent requiring the entry of protective orders such as the one submitted herewith.

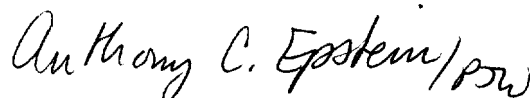
For the reasons set forth above, WorldCom and MCI hereby request that the confidential, privileged, and otherwise competitively sensitive documents and information requested by the Common Carrier Bureau be restricted from public disclosure (including, but not limited to, disclosure pursuant to 47 C.F.R. § 0.461) and requests the Common Carrier Bureau to adopt the attached Protective Order.

Should you have any questions concerning this matter, please do not hesitate to contact the undersigned.

Respectfully submitted,

Handwritten signature of Andrew D. Lipman in black ink, with a stylized 'A' and 'L'.

Andrew D. Lipman
Counsel for WorldCom, Inc.

Handwritten signature of Anthony C. Epstein in black ink, with a stylized 'A' and 'E'.

Anthony C. Epstein
Counsel for MCI Communications Corporation

Enclosure

cc: Carol E. Matthey (FCC)
Michelle Carey (FCC)

ORIGINAL

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C.**

In the Matter of)	
)	
Applications of WorldCom, Inc. and)	
MCI Communications Corporation for)	CC Docket No. 97-211
Transfer of Control of MCI Communications)	
Corporation to WorldCom, Inc.)	

PROTECTIVE ORDER

Adopted: April __, 1998

Released: April __, 1998

By the Chief, Common Carrier Bureau:

1. On April 21, 1998, the Common Carrier Bureau directed WorldCom, Inc. and MCI Communications Corporation (individually or collectively, the "Submitting Party") to submit further information to the Commission for consideration in connection with the above-captioned applications. Because the documents requested by the Commission contain confidential and proprietary information, the Bureau hereby enters this Protective Order to insure that the documents considered by the Submitting Party to be confidential and proprietary are afforded protection.

2. Except with the prior written consent of the Submitting Party, or as hereinafter provided under this order, neither a Stamped Confidential Document nor the contents thereof may be disclosed by a reviewing party to any person. A "Stamped Confidential Document" shall mean any document that bears the legend (or which otherwise shall have had the legend recorded upon it in a way that brings its attention to a reasonable examiner) "CONFIDENTIAL -

SUBJECT TO PROTECTIVE ORDER IN CC Docket No. 97-211 before the Federal Communications Commission” to signify that it contains information that the Submitting Party believes should be subject to protection under the Commission’s Rules and this order. For purposes of this order, the term “document” means all written, recorded, electronically stored, or graphic material, whether produced or created by a party or another person, whether produced pursuant to the Commission’s rules, subpoena, by agreement, or otherwise.

3. Subject to the requirements of paragraph 5, Stamped Confidential Documents may be reviewed by outside counsel of record for the parties in this proceeding who are actively engaged in the conduct of this proceeding. Subject to the requirements of paragraph 5 and subject to the obligation to secure the confidentiality of Stamped Confidential Documents in accordance with the terms of this order, such outside counsel may disclose Stamped Confidential Documents to: (i) the partners, associates, secretaries, paralegal assistants, and employees of such outside counsel to the extent reasonably necessary to render professional services in this proceeding; (ii) to Commission officials actively involved in this proceeding; (iii) to outside consultants or experts retained for the purpose of assisting counsel in these proceedings and who are not employed by or affiliated in any way with any competitor of any Submitting Party, who are not involved in the analysis underlying the business decisions and who do not participate directly in the business decisions of any competitor of any Submitting Party; (iv) employees of outside counsel involved solely in one or more aspects of organizing, filing, coding, converting, storing, or retrieving data or designing programs for handling data connected with this proceeding; and (v) employees of third-party contractors performing one or more of the functions identified in (iv) above. The Submitting Party shall make available for review the Stamped

Confidential Documents at the offices of WorldCom's outside counsel, Swidler & Berlin, Chartered, 3000 K Street, N.W., Suite 300, Washington, D.C. 20007-5116.

4. Outside counsel shall have the obligation to ensure that access to Stamped Confidential Documents is strictly limited as prescribed in this order. Outside counsel shall further have the obligation to ensure (i) that Stamped Confidential Documents are used only as provided in this order; and (ii) that Stamped Confidential Documents are not duplicated except as necessary for filing at the Commission under seal as provided in paragraph 7.

5. In all cases where access to Stamped Confidential Documents is permitted pursuant to paragraph 3, and before reviewing or having access to any Stamped Confidential Documents, each person seeking such access shall execute the Declaration attached to this Protective Order and provide a copy of the executed Declaration to the Commission and to each Submitting Party so that it is received by each Submitting Party five business days prior to such person's reviewing or having access to any such Stamped Confidential Documents. Each Submitting Party shall have an opportunity to object to the disclosure of Stamped Confidential Documents to any such persons, which objection must be filed at the Commission and served on outside counsel representing, retaining or employing such person within three business days after receiving a copy of that person's declaration. Until any such objection is resolved by the Commission and any court of competent jurisdiction prior to any disclosure, and unless that objection is resolved in favor of the person seeking access, persons subject to an objection from an Submitting Party shall not have access to Stamped Confidential Documents.

6. The documents provided to the Commission in response to its request are privileged and confidential trade secrets and commercial or financial information and are,

therefore, exempt from disclosure pursuant to 47 C.F.R. § 0.457(d). The Commission will notify the Submitting Party of any request not in compliance with the Protective Order to obtain access to Stamped Confidential Documents and will afford the Submitting Party a full opportunity to resist disclosure before the Commission and any court of competent jurisdiction prior to any disclosure.

7. Outside counsel may, in any pleadings that they file in this proceeding, reference information found in Stamped Confidential Documents or derived therefrom (hereinafter, “Confidential Information”), but only if they comply with the following procedures:

a. Any portions of the pleadings that contain or disclose Confidential Information must be physically segregated from the remainder of the pleadings;

b. The portions of pleadings containing or disclosing Confidential Information must be covered by a separate letter to the Secretary of the Commission referencing this Protective Order;

c. Each page of any party’s filing that contains or discloses Confidential Information subject to this Order must be clearly marked: “Confidential Information included pursuant to Protective Order, CC Docket No. 97-211”; and

d. The confidential portion(s) of the pleading shall be served upon the Secretary of the Commission and each Submitting Party. Such confidential portions shall be served under seal, and shall not be placed in the Commission’s Public File. A party filing a pleading containing Confidential Information shall also file a redacted copy of the pleading

containing no Confidential Information, which copy shall be placed in the Commission's public files. Parties may provide courtesy copies under seal of pleadings containing Confidential Information to Commission staff actively involved in this proceeding.

8. Disclosure of Confidential Information as provided herein by any person shall not be deemed a waiver by any Submitting Party of any privilege or entitlement to confidential treatment of such Confidential Information. Reviewing parties, by viewing these materials: (a) agree not to assert any such waiver; (b) agree not to use information derived from any confidential materials to seek disclosure in any other proceeding; and (c) agree that accidental disclosure of Confidential Information by an Submitting Party shall not be deemed a waiver of any privilege or entitlement.

9. If a court or another administrative agency subpoenas or orders production of Stamped Confidential Documents or Confidential Information that a party has obtained under terms of this order, such party shall promptly notify each Submitting Party of the pendency of such subpoena or order. Such notification must be accomplished such that the Submitting Party has a full opportunity to oppose such production prior to the production or disclosure of any Stamped Confidential Document or Confidential Information.

10. Nothing in this order shall prevent or otherwise restrict counsel from rendering advice to their clients relating to the conduct of this proceeding and any subsequent judicial proceeding arising therefrom and, in the course thereof, relying generally on examination of Stamped Confidential Documents; provided, however, that in rendering such advice and otherwise communicating with such client, counsel shall not disclose Stamped Confidential Documents or Confidential Information.

11. Persons obtaining access to Stamped Confidential Documents or Confidential Information under this order shall use the information solely for preparation and the conduct of this proceeding as delimited in paragraphs 4, 7, and 10, and any subsequent judicial proceeding arising directly from this proceeding, and shall not use such information for any other purpose, including business, governmental, commercial, or other administrative, regulatory or judicial proceedings. Should a party that has properly obtained access to Confidential Information under this Protective Order violate any of its terms, that party shall immediately convey that fact to the Commission and to the Submitting Party. Further, should such violation consist of improper disclosure of Confidential Information, the violating party shall take all necessary steps to remedy the improper disclosure. The Commission retains its full authority to fashion appropriate sanctions for violations of this Protective Order, including but not limited to denial of further access to Confidential Information in this proceeding, monetary forfeitures, suspension or disbarment from practice before the Commission, and revocation or non-renewal of Commission licenses and authorizations.

12. If, in the judgment of the Submitting Party, a document contains information so sensitive that it should not be copied by anyone, it shall bear the additional legend "Copying Prohibited," and no copies of such document, in any form, shall be made. Application for relief from this restriction against copying may be made to the Commission, with notice to counsel for the Submitting Party.

13. The provisions of this order shall not terminate at the conclusion of this proceeding. Within two weeks after conclusion of this proceeding, stamped confidential documents and all copies of same shall be returned to the Submitting Party. No material

whatsoever derived from stamped confidential documents may be retained by any person having access thereto, except outside counsel to a party to this proceeding may retain, under the continuing strictures of this order, two copies of pleadings prepared on behalf of the party. All counsel of record shall make certification of compliance herewith and shall deliver the same to counsel for the Submitting Party not more than three weeks after conclusion of this proceeding.

14. This Order is issued pursuant to Sections 4(i), 214(a), 310(d) and 702(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 214(a), 310(d) and 702(d), the authority delegated under Section 0.291 of the Commission's Rules, 47 C.F.R. § 0.291, and is effective upon its adoption.

FEDERAL COMMUNICATIONS COMMISSION

Richard Metzger
Chief, Common Carrier Bureau

ACKNOWLEDGMENT OF CONFIDENTIALITY

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding and I understand it. I agree that I am bound by this Order and that I shall not disclose or use documents or information designated as "CONFIDENTIAL INFORMATION" or any information gained therefrom except as allowed by the Order. I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the order is due solely to my capacity as outside counsel to a party or other person described in paragraph 3 of the foregoing Protective Order and that I will not use such information in any other capacity nor will I disclose such information except as specifically provided in the order.

Executed at _____ this ____ day of _____, 1998.

Signature

Title